

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
 )  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-1139 (JKF)  
 ) Jointly Administered  
Debtors. )  
Objection Date: February 23, 2005, at 4:00 p.m.  
Hearing Date: Scheduled if Necessary

**FORTY-FIFTH MONTHLY APPLICATION OF PACHULSKI, STANG,  
ZIEHL, YOUNG, JONES & WEINTRAUB P.C. FOR COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS CO-COUNSEL TO THE DEBTORS FOR THE  
PERIOD FROM DECEMBER 1, 2004 THROUGH DECEMBER 31, 2004**

Name of Applicant:	Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 3, 2001
Period for which Compensation and Reimbursement is Sought:	December 1, 2004 through December 31, 2004
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$35,898.50
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$32,468.11

This is a: xx monthly         interim         final application.

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circé Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

The total time expended for preparation of this fee application is approximately 2 hours and the corresponding compensation requested is approximately \$800.<sup>2</sup>

**PRIOR APPLICATIONS FILED:**

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
07/10/01	04/02/01-04/30/01	\$ 62,472.75	\$ 23,277.13	\$ 62,472.75	\$ 23,277.13
08/09/01	05/01/01-05/31/01	\$ 29,929.00	\$ 15,670.64	\$ 29,929.00	\$ 15,670.64
09/07/01	06/01/01-06/30/01	\$ 30,195.50	\$ 37,763.45	\$ 30,195.50	\$ 37,763.45
09/11/01	07/01/01-07/31/01	\$ 17,040.50	\$ 20,323.76	\$ 17,040.50	\$ 18,184.95 <sup>3</sup>
10/31/01	08/01/01-08/31/01	\$ 9,407.50	\$ 20,486.61	\$ 9,407.50	\$ 20,486.61
11/13/01	09/01/01-09/30/01	\$ 13,158.00	\$ 10,035.46	\$ 13,158.00	\$ 10,035.46
11/27/01	10/01/01-10/31/01	\$ 13,420.75	\$ 8,922.92	\$ 13,420.75	\$ 8,922.92
1/22/02	11/01/01-11/30/01	\$ 39,991.50	\$ 22,398.11	\$ 39,991.50	\$ 22,398.11
01/30/02	12/01/01 – 12/31/01	\$ 35,017.00	\$ 13,575.07	\$ 32,778.50	\$ 13,575.07
04/02/02	01/01/02 – 01/31/02	\$ 48,356.50	\$ 38,671.08	\$ 48,356.50	\$ 38,671.08
05/31/02	02/01/02 – 02/28/02	\$ 46,611.50	\$ 25,627.01	\$ 46,611.50	\$ 25,627.01
06/06/02	03/01/02 – 03/31/02	\$ 44,145.00	\$ 29,280.21	\$ 41,141.00 <sup>4</sup>	\$ 29,280.21
06/28/02	04/01/02 – 04/30/02	\$ 49,562.00	\$ 25,475.46	\$ 49,562.00	\$ 25,475.46
07/12/02	05/01/02 – 05/31/02	\$ 42,495.50	\$ 21,543.54	\$ 42,495.50	\$ 21,543.54
08/13/02	06/01/02 – 06/30/02	\$ 32,819.00	\$ 29,869.61	\$ 32,539.00 <sup>5</sup>	\$ 29,776.36 <sup>6</sup>

<sup>2</sup> The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in PSZYJ&W's subsequent fee applications.

<sup>3</sup> In the Court's Order approving quarterly fee applications for the First, Second and Third Periods, the Court approved \$248,394.00 in fees which reflects a reduction of \$2,283.50. For the purposes of this application, we have noted the reduction in the last month of that period.

<sup>4</sup> In the Court's Order approving quarterly fee applications for the Fourth Period, the Court approved \$136,109.00 for fees which reflects a reduction of \$3,004.00. For the purposes of this application, we have noted the reduction in the last month of that period.

10/01/02	07/01/02 – 07/31/02	\$ 22,630.00	\$ 17,187.01	\$ 22,630.00	\$ 17,187.01
10/30/02	08/01/02 – 08/31/02	\$ 34,536.00	\$ 45,540.43	\$ 34,536.00	\$ 45,540.43
11/14/02	09/01/02 – 09/30/02	\$ 32,858.50	\$ 33,313.79	\$ 30,731.00 <sup>7</sup>	\$ 11,436.76 <sup>8</sup>
12/30/02	10/01/02 – 10/31/02	\$ 19,370.50	\$ 24,488.86	\$ 19,370.50	\$ 24,488.86
01/21/03	11/01/02 – 11/30/02	\$ 25,948.50	\$ 31,181.03	\$ 25,948.50	\$ 31,181.03
01/30/03	12/01/02 – 12/31/02	\$ 16,407.00	\$ 14,016.95	\$ 16,263.00 <sup>9</sup>	\$ 14,016.95
03/18/03	01/01/03 – 01/31/03	\$ 25,984.50	\$ 19,035.00	\$ 25,984.50	\$ 19,035.00
04/23/05	02/01/03 – 02/28/03	\$ 18,094.50	\$ 23,616.14	\$ 18,094.50	\$ 23,616.14
06/17/03	03/01/03 – 03/31/03	\$ 15,853.00	\$ 15,586.33	\$ 15,740.50 <sup>10</sup>	\$ 15,586.33
07/21/03	04/01/03 – 04/30/03	\$ 12,140.50 <sup>11</sup>	\$ 17,776.64	\$ 12,140.50	\$ 17,776.64
08/13/03	05/01/03 – 05/31/03	\$ 13,234.50	\$ 16,624.15	\$ 13,234.50	\$ 16,624.15
09/02/03	06/01/03 – 06/30/03	\$ 9,888.50 <sup>12</sup>	\$ 14,033.07	\$ 9,888.50	\$ 14,033.07
09/29/03	07/01/03 – 07/31/03	\$ 18,546.50	\$ 18,663.30	\$ 18,546.50	\$ 18,663.30
10/24/03	08/01/03 – 08/31/03	\$ 20,376.00	\$ 43,075.91	\$ 20,376.00	\$ 43,075.91

<sup>5</sup> In the Court's Order approving quarterly fee applications for the Fifth Period, the Court approved \$124,596.50 for fees which reflects a reduction of \$280.00. For the purposes of this application, we have noted the reduction in the last month of that period.

<sup>6</sup> In the Court's Order approving quarterly fee applications for the Fifth Period, the Court approved \$76,795.36 for expenses which reflects a reduction of \$93.25. For the purposes of this application, we have noted the reduction in the last month of that period.

<sup>7</sup> In the Court's Order approving quarterly fee applications for the Sixth Period, the Court approved \$87,897.00 for fees which reflects a reduction of \$2,127.50. For the purposes of this application, we have noted the reduction in the last month of that period.

<sup>8</sup> In the Court's Order approving quarterly fee applications for the Sixth Period, the Court approved \$95,393.85 for expenses which reflects a reduction of \$647.38. For the purposes of this application, we have noted the reduction in the last month of that period.

<sup>9</sup> In the Court's Order approving quarterly fee applications for the Seventh Period, the Court approved \$61,582.00 for fees which reflects a reduction of \$144.00. For the purposes of this application, we have noted the reduction in the last month of that period.

<sup>10</sup> In the Court's Order approving quarterly fee applications for the Eighth Period, the Court approved \$59,819.50 for fees which reflects a reduction of \$112.50. For the purposes of this application, we have noted the reduction in the last month of that period.

<sup>11</sup> Due to a clerical error, an incorrect amount was requested in the April 2003 fee application although the correct amount was requested in the 9<sup>th</sup> Quarterly fee application. This amount reflects the correct amount on the bill attached to the April 2003 fee application.

<sup>12</sup> This amount reflects a voluntary reduction of \$1,248.50 from the fees of \$11,137.00 by PSZYJ&W for the June 2003 fee application period. The \$11,137.00 amount was requested in error in the June 2003 fee application as well as the 9<sup>th</sup> Quarterly fee application and subsequently approved by Order dated December 15, 2003. The amount listed is the correct amount.

10/30/03	09/01/03 – 09/30/03	\$ 24,433.50	\$ 19,744.93	\$24,410.00 <sup>13</sup>	\$ 19,744.93
12/03/03	10/01/03 – 10/31/03	\$ 22,988.00	\$ 30,531.15	\$ 22,988.00	\$ 30,531.15
12/29/03	11/01/03 – 11/30/03	\$ 20,729.50	\$ 33,211.18	\$ 20,729.50	\$ 33,211.18
01/26/04	12/01/03 – 12/31/03	\$ 22,073.00	\$ 19,772.62	\$ 22,073.00	\$ 19,772.62
03/24/04	01/01/04 – 01/31/04	\$ 22,238.50	\$ 13,200.84	\$ 22,238.50	\$ 13,200.84
04/05/04	02/01/04 – 02/29/04	\$ 20,551.50	\$ 13,096.88	\$ 20,551.50	\$ 13,096.88
05/11/04	03/01/04 – 03/31/04	\$ 25,911.00	\$ 19,056.44	\$ 25,911.00	\$ 19,056.44
6/18/04	04/01/04 – 04/30/04	\$ 21,730.50	\$ 15,444.69	\$ 21,730.50	\$ 15,444.69
07/20/04	05/01/04 – 05/31/04	\$ 21,891.00	\$ 20,728.27	\$ 21,891.00	\$ 20,728.27
07/30/04	06/01/04 – 06/30/04	\$ 25,219.00	\$ 33,778.62	\$ 25,219.00	\$ 33,778.62
09/27/04	07/01/04 – 07/31/04	\$ 18,385.50	\$ 24,458.32	\$ 14,708.40	\$ 24,458.32
10/14/04	08/01/04 – 08/31/04	\$ 36,394.00	\$ 45,292.19	\$ 29,115.20	\$ 45,292.19
12/17/04	09/01/04 – 09/30/04	\$ 30,767.50	\$ 25,111.50	\$ 24,614.00	\$ 25,111.50
01/12/05	10/01/04 – 10/31/04	\$ 48,426.50	\$ 38,476.13	Pending	Pending
01/28/05	11/01/04 – 11/30/04	\$ 38,293.00	\$ 45,333.34	Pending	Pending

<sup>13</sup> In the Court's Order approving quarterly fee applications for the Tenth Period, the Court approved \$63,332.50 for fees which reflects a reduction of \$23.50. For the purposes of this application, we have noted the reduction in the last month of that period.

**PSZYJ&W PROFESSIONALS**

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed <sup>14</sup>	Total Compensation
Laura Davis Jones	Shareholder 2000; Joined Firm 2000; Member of DE Bar since 1986	\$595.00	0.40	\$ 238.00
William L. Ramseyer	Of Counsel; Member of CA Bar since 1980	\$375.00	2.80	\$ 1,050.00
David W. Carickhoff	Associate 2000; Member of DE Bar since 1998	\$320.00 \$160.00	55.80 7.50	\$17,856.00 \$ 1,200.00
Curtis A. Hehn	Associate 2001; Member of NJ and PA Bars since 1997; Member of DE Bar since 2002	\$320.00	3.70	\$ 1,184.00
Rachel L. Werkheiser	Associate 2000; Member of DE Bar since 1998; Member of PA Bar since 1999	\$295.00	0.80	\$ 236.00
Karina K. Yee	Paralegal 2000	\$145.00	80.70	\$11,701.50
Marlene S. Chappe	Paralegal 2001	\$135.00	2.30	\$ 310.50
Rita M. Olivere	Case Management Assistant 2000	\$ 75.00	1.10	\$ 82.50
Christina M. Shaeffer	Case Management Assistant 2001	\$ 60.00	34.00	\$ 2,040.00

Total Fees: \$35,898.50

Total Hours: 189.10

Blended Rate: \$ 189.84

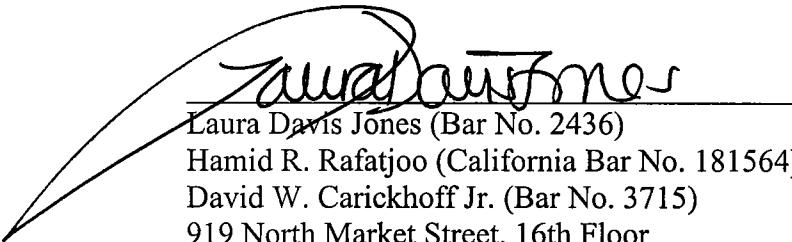
<sup>14</sup> Some professional time that was spent during the Interim Period may be reflected in a subsequent application and some professional time that was spent during the previous Interim Period may be reflected in this Application.

**TASK CODE SUMMARY**

Project Category	Total Hours	Total Fees Requested
Bankruptcy Litigation	0.20	\$ 29.00
Case Administration	58.30	\$ 5,875.00
WRG-Claims Analysis (Asbestos)	11.40	\$ 2,615.50
WRG-Claims Analysis (Non-asbestos)	9.90	\$ 2,284.00
WRG-Employee App., Others	6.50	\$ 1,380.00
Employee Benefit/Pension	0.10	\$ 14.50
WRG-Fee Apps., Applicant	4.40	\$ 1,424.50
WRG-Fee Applications, Others	24.60	\$ 4,074.50
Litigation (Non-Bankruptcy)	44.30	\$11,111.00
Non-Working Travel	7.50	\$ 1,200.00
Operations	0.40	\$ 58.00
Plan & Disclosure Statement	20.80	\$ 5,731.00
Stay Litigation	0.70	\$ 101.50

**EXPENSE SUMMARY**

Expense Category	Service Provider (if applicable) <sup>15</sup>	Total Expenses
Air Fare	US Airways	\$ 634.70
Auto Travel Expense	Cab fees/ Eagle Limo Service	\$ 289.48
Working Meals	Houlihan's Old Place	\$ 36.32
Delivery/Courier Service	Tri-State	\$ 3,807.70
Express Mail	DHL/ Federal Express	\$ 1,100.95
Fax Transmittal		\$ 1,463.00
Hotel Expense	Sheraton Station Square Hotel	\$ 214.67
Outside Reproduction Expense		\$ 1,221.50
Postage	U.S. Mail	\$ 3,037.14
Reproduction Expense		\$20,662.65

Dated: February 3, 2005PACHULSKI, STANG, ZIEHL, YOUNG, JONES &  
WEINTRAUB P.C.


Laura Davis Jones (Bar No. 2436)  
 Hamid R. Rafatjoo (California Bar No. 181564)  
 David W. Carickhoff Jr. (Bar No. 3715)  
 919 North Market Street, 16th Floor  
 P.O. Box 8705  
 Wilmington, DE 19899-8705 (Courier 19801)  
 Telephone: (302) 652-4100  
 Facsimile: (302) 652-4400

Co-counsel for Debtors and Debtors in Possession

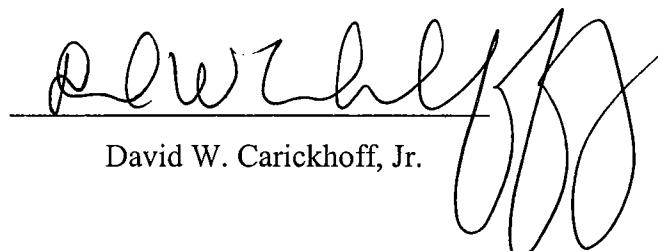
<sup>15</sup> PSZYJ&W may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

VERIFICATION

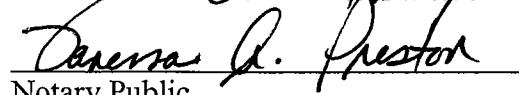
STATE OF DELAWARE :  
:   
COUNTY OF NEW CASTLE :

David W. Carickhoff, Jr., after being duly sworn according to law, deposes and says:

- a) I am an associate with the applicant law firm Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., and have been admitted to appear before this Court.
- b) I have personally performed many of the legal services rendered by Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C. as counsel to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by the lawyers and paraprofessionals of PSZYJ&W.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del.Bankr.LR 2016-2 and the 'Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members', signed April 17, 2002, and submit that the Application substantially complies with such Rule and Order.

  
\_\_\_\_\_  
David W. Carickhoff, Jr.

SWORN AND SUBSCRIBED  
before me this 3<sup>rd</sup> day of February, 2005.

  
\_\_\_\_\_  
Dena R. Preston  
Notary Public  
My Commission Expires: 03-21-06